

EXHIBIT D

THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS

If images and/or photos of your face have been posted to a publicly accessible webpage on the internet, you may be entitled to money:

A court authorized this notice. You are not being sued. This is not a solicitation from a lawyer.

WHAT THIS NOTICE IS ABOUT

- This is to notify you of a proposed Settlement of a class action lawsuit. The suit stems from Defendant Clearview AI, Inc.'s "scraping" billions of photographs of individuals' faces from publicly accessible internet webpages, using artificial intelligence algorithms to scan the face geometry of each individual depicted in the photographs, and then storing the collected information in a searchable Biometric Database. The Defendants are Clearview AI, Inc. ("Clearview"), Hoan Ton-That, Richard Schwartz, Thomas Mulcaire, Rocky Mountain Data Analytics LLC, Macy's, Inc., Macy's Retail Holdings, Inc., n/k/a Macy's Retail Holdings, LLC, and Macy's Corporate Services, Inc., n/k/a Macy's Corporate Services, LLC. Clearview has agreed to establish a Settlement Fund to settle this lawsuit. The Settlement Fund will be funded by Clearview based on certain events (as described in more detail below), and will be used to pay all amounts due to Class Members who submit an Approved Claim as well as any incentive payment to the named Plaintiffs and fee award to Class Counsel approved by the Court. The settlement doesn't decide who is right, but rather is a compromise to end the lawsuit and avoid the uncertainties and costs associated with further litigation and a trial.
- You are included if you reside or resided in the United States and have had photographs of your face posted to a publicly accessible webpage on the internet. If you are a Class Member, you are entitled to submit a claim for a share of the payment made to the Class Members from the Settlement Fund.
- Please read this notice carefully. Your legal rights and options, **and the deadlines to exercise them**, are explained below. Your legal rights are affected, whether you act or don't act.

WHAT YOU CAN DO	WHAT IT MEANS	DATE/DEADLINE
SUBMIT A CLAIM FORM	This is the only way to receive a payment.	[Date]
DO NOTHING	You will not receive any payment from the Settlement Fund. But, if you are a Class Member, you give up any rights to sue separately about the same legal claims in this lawsuit.	
EXCLUDE YOURSELF	If you ask to be excluded, you will not receive any payment from the Settlement Fund. But, you keep any rights to sue separately about the same legal claims in this lawsuit.	[Date]
OBJECT	You will remain a Class Member entitled to payment from the Settlement Fund if you submit an Approved Claim, but you can write to the Court about why you don't like the Settlement.	[Date]
GO TO A HEARING	Ask to speak in Court about the fairness of the Settlement.	[date]

Questions? Call [phone number], email [\[insert claims admin email address\]](#), or visit [\[class website\]](#).

- The court in charge of this case still has to decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement, any appeals are resolved, and an event occurs obligating Clearview to establish the Settlement Fund. Please be patient.

FREQUENTLY ASKED QUESTIONS

1. Why am I seeing this notice?

A court authorized this notice to let you know about the proposed class action Settlement with the Defendants. If you received this notice by U.S. mail or email, this means that Clearview has identified you as an individual residing in the United States who is 18 years of age or older and whose facial image may be stored in the biometric database, and also has a record of your address or email address.

You may also see this notice if you clicked on an advertisement on a social media or photosharing website, or were otherwise directed to the website. The website has been established in connection with this settlement. ([class website]).

If you are a class member, you have a right to know about a proposed Settlement of a class action lawsuit, and about all of your options, before the Court decides whether to approve the Settlement. If the Court approves it, and after objections and appeals are resolved, an administrator approved by the Court will make the payments that the Settlement allows. This document explains the lawsuit, the Settlement, your legal rights, what monetary settlement amount may be available, who is eligible for payment, and how to get it.

The Court in charge of the case is the United States District Court for the Northern District of Illinois, and the case is known as *In re Clearview AI, Inc. Consumer Privacy Litigation*, No. 21-cv-00135. The people who sued are Plaintiffs, and the companies and people they sued are the Defendants.

2. What is this lawsuit about?

The lawsuit claims that the Defendants violated provisions of the privacy and computer data protection laws of various states when they collected individuals' facial images (which were posted to public websites such as Facebook, Twitter, Instagram, Flickr, Pinterest, and others), stored the collected data in a searchable biometric "facial recognition" database, and then sold or acquired access to that database.

The Defendants deny those allegations and deny that they violated the law. The court has not decided whether the Defendants did anything wrong. The Settlement is a compromise to end the lawsuit and avoid the uncertainties and costs associated with a trial. The Settlement is not an admission of wrongdoing by Defendants. More information about the lawsuit can be found in the "Court Documents" section of the settlement website at [insert case website].

3. What is a class action?

This is a class action lawsuit. In a class action, one or more people, called "Class Representatives," or "Class Plaintiffs"---in this case Rodell Sanders, Gerard Dache, Eric Gould and Jordan Orlando---sue for their own benefit as well as for a group of other people with similar claims. Together, this group is called a "Class" and consists of "Class Members." One court resolves the issues for all Class Members, except those who exclude themselves from the lawsuit.

In this lawsuit, there are multiple classes. First, there is a Nationwide Class, defined as:

All individuals who reside or resided in the United States of America whose facial images and/or Biometric Data are or were contained in the Biometric Database.

Because this lawsuit also involves specific violations of state laws, there are also multiple statewide subclasses as follows:

The California Subclass, defined as all individuals who reside or resided in the state of California whose facial images and/or Biometric Data were or are contained in the Biometric Database.

The Illinois Subclass, defined as all individuals who reside or resided in the state of Illinois whose facial images and/or Biometric Data were or are contained in the Biometric Database.

Questions? Call [phone number], email [\[insert claims admin email address\]](#), or visit [\[class website\]](#).

The New York Subclass, defined as all individuals who reside or resided in the state of New York whose facial images and/or Biometric Data were or are contained in the Biometric Database.

The Virginia Subclass, defined as all individuals who reside or resided in the state of Virginia whose facial images and/or Biometric Data were or are contained in the Biometric Database.

You may be a member of one or more Classes. You may review and copy all of the case documents in person at the office of the Clerk of the United States District Court for the Northern District of Illinois, 219 S. Dearborn Street, Chicago, IL 60604. A copy of the Settlement agreement and the main case documents are available here: [\[class website\]](#).

4. Why is there a Settlement?

The Court has not decided the amount of money, if any, each Class Member should receive in this lawsuit. The Court has also not decided whether the Plaintiffs or the Defendants should win this case. Instead, Plaintiffs and Defendants have agreed to a Settlement. That way, they can avoid the uncertainty and expense of further litigation and a trial. The Class Representatives and their attorneys (“Class Counsel”) think the Settlement is in the best interest of the Class.

5. How do I know if I am part of this Settlement?

You are a Class Member if you fit within the definition of one or more of the Classes set forth in Question 3.

If you are still not sure whether you are included in the Classes, you can call the Settlement Administrator at [\[##\]](#) or you can get free help by contacting the lawyers in this case using the following website: .

6. What does the Settlement provide?

The Settlement provides for the creation of a Settlement Fund based on the occurrence of various events triggering Clearview’s obligation to fund the Settlement Fund. The Court has appointed Sidney I Schenkier as a Settlement Master to monitor these events on behalf of the Class to ensure that the Settlement Fund is appropriately funded. The amount of the Settlement Fund will vary based on the triggering event, as follows:

If Clearview files for an initial public offering (“IPO”), the Settlement Fund will equal 23% of Clearview’s shares of stock as of September 6, 2023 multiplied by the public offering price listed in the final prospectus for the IPO.

If Clearview enters into certain other transactions, such as a merger or sale of certain assets, the Settlement Fund will be a cash payment equal to the amount the Class would have received if it held 23% of Clearview’s share immediately prior to the transaction.

At any time prior to December 31, 2027, if the above two events have not occurred, the Settlement Master may elect to require Clearview to fund the Settlement Fund with a cash payment equal to 17% of Clearview’s revenue from the date of Final Approval of this Settlement through the date of the Cash Demand.

7. How much money will I receive from the Settlement?

As a Class Member, you are entitled to receive payments from the Settlement Fund if you submit a valid claim form. The amount of money remaining after payment of attorneys’ fees, costs, and representative incentives is called the “Net Settlement Fund,” which is the amount available to pay Class Members. If you submit an Approved Claim, you will be entitled to a pro rata amount of the Settlement Stake based upon each of the Classes of which you are a member. If you were a resident of Illinois during the applicable time period, you will receive 10 shares of the Net Settlement Fund. If you were a resident of California, New York or Virginia, you will receive 5 shares of the Net Settlement Fund. If you were not a resident of Illinois, California, New York or Virginia during the applicable time period, you will receive one share of the Net Settlement Fund. The total number of shares will be

determined based on the total number of Approved Claims submitted and the states of residence of those submitting Approved Claims.

8. How do I make a claim?

If you received a Claim Form via U.S. mail or email, you may submit that Claim Form by following the instructions on the Claim Form. You may also submit a claim form on-line by clicking here [insert hyperlink to claim forms] or by requesting a paper Claim Form from the Settlement Administrator.

9. Do I need to submit any records proving that I was injured?

You do not need to submit any records other than your claim form to receive your pro rata portion of the Settlement Stake.

10. When will I receive payment?

The hearing to consider the fairness of the Settlement is scheduled for [FINAL APPROVAL DATE]. If the Court approves the Settlement, eligible Class Members whose claims were approved by the Settlement Administrator will receive their payment after the occurrence of one of the events listed in Question 6. Any appeals will delay payments to Class Members.

11. Do I have a lawyer in this case? How will the lawyers be paid?

You do not need to retain a lawyer. The Court has appointed Loevy & Loevy to act as Lead Class Counsel in this case. Loevy & Loevy and any other Class Counsel appointed by the Court will represent the interests of the named Plaintiffs and the Class in this case. You do not need to pay for these lawyers' services. If you want to be represented by your own lawyer, you must hire a lawyer at your own expense. For example, you can ask your lawyer to appear in Court for you.

Class Counsel will ask the Court to approve reimbursement of the out-of-pocket costs they have incurred in pursuing the Class claims, as well as attorney's fee of up to 39.1% of the Settlement Fund (after expenses). The fees will compensate Class Counsel for investigating the facts, litigating the case, representing the class at all stages of the case, including preparing for trial, and negotiating the Settlement as well as bearing the risk of receiving nothing for their efforts. The Court may award less than the amount Class Counsel seeks. The Court has also approved a Settlement Administrator to send notice to the Class and process and handle the payment of claims by Class Members. The costs for the Claims Administrator will be paid by Clearview.

12. What happens if I do nothing at all?

If you do nothing and you are a member of one or more Classes, you will receive no payment under the Settlement, you will be in the Settlement Class, and if the Court approves the Settlement, you will also be bound by all orders and judgments of the Court. Unless you exclude yourself, you won't be able to start a lawsuit or be part of any other lawsuit against the Defendants for the claims or legal issues being resolved by this Settlement.

13. What happens if I ask to be excluded?

If you exclude yourself from the Settlement, you will receive no payment under the Settlement. However, you will not be in the Settlement Class. You will keep your right to start your own lawsuit against Defendants for the same legal claims made in this lawsuit. You will not be legally bound by the Court's judgments related to the Settlement Class and the Defendants in this class action.

14. How do I ask to be excluded?

You can ask to be excluded from the Settlement. To do so, you must send a letter stating that you want to be excluded from the Settlement in *In re Clearview AI, Inc. Consumer Privacy Litigation*, No. 21-cv-00135. (N.D. Ill.) Your letter must include:

(1) your name and address, (2) a statement that you wish to be excluded from the Class, (3) the caption

Questions? Call [phone number], email [\[insert claims admin email address\]](#), or visit [\[class website\]](#).

for this case, and (4) your signature. You must mail your exclusion request no later than **[objection / exclusion deadline]** to: [Epiq address to be provided].

You can't exclude yourself on the phone or by email.

15. If I don't exclude myself, can I sue the Defendants for the same thing later?

No. Unless you exclude yourself, and you are a Class Member, you give up any right to sue the Defendants for the claims being resolved by this Settlement. If you do exclude yourself so you can start your own lawsuit against the Defendant, you should talk to your own lawyer soon, because your claims are subject to a statute of limitations.

16. How do I object to the Settlement?

If you do not exclude yourself from the Class, you can object to the Settlement if you don't like any part of it. You can give reasons why you think the Court should deny approval by filing an objection. To object, you must file a letter or brief with the Court stating that you object to the Settlement in *In re Clearview AI, Inc. Consumer Privacy Litigation*, No. 21-cv-00135. no later than **[objection / exclusion deadline]**. Your objection should be sent to the United States District Court for the Northern District of Illinois at the following address:

Clerk of the United States District Court for the Northern District of Illinois
Everett McKinley Dirksen United States Courthouse
219 S. Dearborn St.
Chicago, IL 60604

If you are represented by a lawyer, the lawyer must file your objection on CM/ECF.

The objection must be in writing and include the case name *In re Clearview AI, Inc. Consumer Privacy Litigation*, No. 21-cv-00135. Your objection must be personally signed and include the following information: (1) your name and current address, (2) the specific grounds for your objection, (3) all arguments, citations, and evidence supporting your objection, including copies of any documents you intend to rely on, (4) a statement that you are a Class Member, (5) the name and contact information of any and all attorneys representing you, advising, or in any way assisting you in connection with the preparation or submission of your objection or who may profit from the pursuit of your objection, and (6) a statement indicating whether you (or your counsel) intend to appear at the Final Fairness Hearing. If you are represented by a lawyer, they must file an appearance or seek *pro hac vice* admission to practice before the Court.

Class Counsel will file with the Court and post on the settlement website its request for attorney's fees and incentive awards for the Class Representatives on or before **[date]**.

17. What's the difference between objecting and excluding myself from the Settlement?

Objecting simply means telling the Court that you don't like something about the Settlement. You can object only if you stay in the Settlement Class. Excluding yourself from the Settlement Class is telling the Court that you don't want to be part of the Settlement Class. If you exclude yourself, you have no basis to object because the case no longer affects you.

18. When and where will the court decide whether to approve the Settlement?

The Court will hold the final fairness hearing at **[time]** on **[date]** before the **[JUDGE]** in Courtroom **[]** of the Everett McKinley Dirksen United States Courthouse, 219 S. Dearborn St., Chicago, 60604. The purpose of the hearing is for the Court to determine whether the Settlement is fair, reasonable, and adequate, and in the best interests of the Class. At the hearing, the Court will hear any objections and arguments concerning the fairness of the proposed Settlement, including those related to the amount requested by Class Counsel for attorneys' fees and expenses and the incentive award to the Class Representatives.

Note: The date and time of the fairness hearing are subject to change by Court Order. Any changes will be posted at the settlement website, **[website]** or through the Court's online docket search at www.ecf.ilnd.uscourts.gov.

19. Do I have to come to the hearing?

No. Class Counsel will answer any questions the Court may have. But you are welcome to come to the hearing at your own expense. If you send an objection, you don't have to come to Court to talk about it. As long as your written objection was filed or mailed on time and meets the other criteria described in the Settlement, the Court will consider it. You may also pay a lawyer to attend, but you don't have to.

20. May I speak at the hearing?

If you do not exclude yourself from the Settlement Class, you may ask the Court for permission to speak at the hearing concerning any part of the proposed Settlement. If you filed an objection (see question XY above) and intend to appear at the hearing, you must state your intention to do so in your objection.

21. How do I get more information?

This notice summarizes the proposed Settlement. For the precise terms and conditions of the settlement, please see the Settlement Agreement available at [case website]. You can also access the case documents through the Court's online electronic full case docket search at <https://ecf.ilnd.uscourts.gov/>, or visit the office of the Clerk of the United States District Court for the Northern District of Illinois, Everett McKinley Dirksen United States Courthouse, 219 S. Dearborn St. Chicago, IL 60604, between 8:30 a.m. and 4:30 p.m., Monday through Friday, excluding Court holidays.

PLEASE DO NOT CONTACT THE COURT REGARDING THIS MATTER.